ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960 (202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA KUWAIT CITY, KUWAIT ABU DHABI, UNITED ARAB EMIRATES OUBAI, UNITED ARAB EMIRATES HONG KONG SHANGHAI, PEOPLE'S REPUBLIC OF CHINA

IN ASSOCIATION WITH BRYAN CAVE.
A MULTINATIONAL PARTNERSHIP.
LONDON, ENGLAND

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

Via Hand Delivery

Federal Communications Commission Cable Services Bureau P.O. Box 358205 Pittsburgh, PA 15251-5205

Re: Cable Television Relay Service

Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 327 for consent to the transfer of control of CNN America, Inc., licensee of Cable Television Relay Station WHZ-931, Oakland, California. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$200.00 in payment of the requisite filing fee is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

As han R When

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186914v1

BRYAN CAVE LLP 700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000 FIRST UNION NATIONAL BANK Number Washington, DC 20006 15-80/540 25060

February 10, 2000

Two Hundred & 0/100

Net Amount

\$200.00

TO THE ORDER OF

Federal Communications

Commission

SIGNATURE HAS A COLORED BACKGROUND . BORDER CONTAINS MICROPRINTING

#0000025060# #054000807# 20667#01683409#

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AUTHORIZED SIGNATURE

MASTERCARD

I hereby authorize the FCC to charge my VISA or MASTERCARD

for the service(s)/authorization(s) herein described.

MONTH

DATE

YEAR

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

		SCH	HEDULE A			Page 1 of 7
1.(a) Application for:	License		Renewal		Assignme	Page 1 of/ nt of License
(Check only one box)	☐ Modification		Reinstate	ment	X Transfer of	
(b) Does this application re	refer to an existing stat	tion?	X YES	□ NO II		ent of Application
(c) If this application is for					f "YES," give call s	
as Exhibit A-1 a compl	lete explanation of the	modificati	on or proposed	construction.		p.1.011(0). 7 11120
Add Channel(s)	Change Transmit Site	е [Add Receive	Site(s)	Change Ante	nna System
Delete Channel(s)	Change Operating Po	ower [Delete Recei	ve Site(s)	Change Height Structure	ht of Antenna
Change Transmitter			Change Reco	eive Site(s)	Change Heigh	ht of Antenna
Other (Specify)						
2.(a) Indicate the name, mailing add	dress, and telephone number	r of the applica	ant.		.==	
LEGAL NAME OF APPLICANT ('If person, list last name first)					
CONTINUE NAME HERE IF NEE						
ASSUMED NAME USED FOR D	OING BUSINESS (If any)					
MAILING STREET ADDRESS OF						
c/o Time Warner Inc.		Plaza				
New York		STATE NY	ZIP CODE 10019	(212)	TELEPHONE 484-8000	E NO.
(b) Indicate Internal Revenue Sen If the applicant has no E.I. Nur		•	used by the applica	nt.	E.I. NO. (OR SOC. S 13-4099534	EC. NO.)
(c) Indicate the name, mailing add	dress, and telephone number	of person to d	contact, if other than	applicant.		
NAME OF CONTACT PERSON (Wilner, John R.						
CONTINUE NAME HERE IF NEE	DED					
FIRM OR COMPANY NAME						
Bryan Cave LLP MAILING STREET ADDRESS OF	R P O BOX					
700 Thirteenth Street		•				
Washington		DC STATE	ZIP CODE 20005	(202)	TELEPHONE 508-6041	E NO.
Attach as Exhibit A-2 the name if any.	e, mailing address, and telep	<u> </u>	of each additional p			
(d) Indicate the address where the	station's records will be mai	intained.				
STREET ADDRESS ON FILE - NO CHANG	3E					
CITY		STATE	ZIP CODE			

D.	Page 2 of			
ſ	aye 2 01		YES	NO
3	3.(a) Will the applicant provide program material to cable television sy operates? N/A	stems other than those which the applicant owns or		
	If "YES," attach as Exhibit A-3 a copy of a written contract speci cost-sharing basis; or a copy of a written statement specifying the	fying that service will be provided on a non-profit, nat service will be provided without charge.		
	(b) Will the applicant control the station equipment?		X	
	(c) Will the applicant have unlimited access to the equipment?		X	
	(d) Will effective measures be taken to prevent use of the equipment	nt by unauthorized persons?	X	
	(e) Has the applicant or any controlling party to this application had revoked?	any FCC station license, permit, or authorization		х
	If "YES," attach as Exhibit A-4 a statement identifying the license circumstances relevant to the revocation.	e, permit, or authorization revoked and the		
T.	4. Attach as Exhibit A-5 a statement showing that the applicant is elig	gible, pursuant to Part 78 of the Rules, to be a licensee.		<u> </u>
⊢	Attach as Exhibit A-6 a map or drawing of appropriate detail showing of interconnection, if any, with other cable television relay stations, or drawing should show the following:	ng the complete proposed relay system including points		
	(a) Direction of true north;(b) Location of transmitting site(s), the location of any intermediate receiving point(s);			
l	(c) Call sign(s) and licensee(s) of any station(s) to which applican			
L	(d) Every path number for the station for which this application is f			
	For a new station, new receive site, or change in azimuth, transmit existing station, attach as Exhibit A-7 a statement or showing detail performed pursuant to Section 78.36 of the FCC Rules by a technic committees, frequency engineering firms, etc.).	ling the results of a frequency coordination study		
	7. Is the applicant, or any of its partners, members, or owners, a foreign	gn government or the representative thereof?		X
		CERTIFICATION		
	All the statements made in the application and attached exhibits an part hereof and are incorporated herein as if set out in full in the ap	e considered material representations, and all the exhibits are a material plication.		
	The applicant certifies that he has a current copy of the Commission	n's Rules governing the Cable Television Relay Service (CARS).		
	The applicant waives any claim to the use of any particular frequen- previous use of the same, whether by license or otherwise, and req	cy as against the regulatory power of the United States because of the uests an authorization in accordance with this application.		
	I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.	Amus W. M. Enuney Feb.	9 1	2000
!	THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT U.S. CODE TITLE 18	OLE IMAGE	٠, 4	.000
	SECTION 1001. Thom	ias W. McEnemey		

OFFICER OF APPLICANT

CORPORATION

OFFICER OF APPLICANT

ASSOCIATION

OFFICIAL OF APPLICANT

GOVERNMENTAL ENTITY

☐ INDIVIDUAL

APPLICANT

(Check appropriate classification)

MEMBER OF
APPLICANT
PARTNERSHIP

EXHIBIT A-2 FCC FORM 327 SCHEDULE A, ITEM 2(c)

In addition to the contact person shown in response to Item 2(c) on page 1, copies of any correspondence or submissions relating to the CARS facilities on Exhibit A-1 should be directed to:

Wayne D. Johnsen, Esq. Wiley, Rein & Fielding 1776 K Street, N.W. Washington, DC 20006 Telephone: (202) 719-7303

EXHIBIT A-5

ELIGIBILITY

Section 78.13(c) of the Commission's rules provides that a cable network-entity is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable network operations and will continue to do so following completion of the merger transaction. Because control of the Licensee is being transferred to AOL Time Warner Inc., that company will be eligible in CARS service.

The acquisition of ultimate control of the licensee by AOL Time Warner Inc. will not contravene any of the Commission's cross-ownership rules.

The description of the transaction required for Exhibit B-6 is being provided by America Online, Inc. and Time Warner Inc. as part of their public interest statement filed separately with the Commission.

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE B. Control and Ownership Information (The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

AOL Time Warner Inc.							
CONTINUE NAME HERE IF NEEDED	ENTITY	>	3	E.I. NO. (or Soc. Sec. No.) 13-4099534	STATE OF INCORPO- RATION	>	DE
ndicate applicant's members; partners; or owners (if a cooperative ent	terprise).						_
LEGAL NAME (If person, list last name first)							
CONTINUE NAME HERE IF NEEDED	ENTITY	>		E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPO- RATION	>	
LEGAL NAME (If person, list last name first)					·		
CONTINUE NAME HERE IF NEEDED	ENTITY	>		E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPO- RATION	>	
LEGAL NAME (If person, list last name first)						•	
CONTINUE NAME HERE IF NEEDED	ENTITY			E.I. NO. (or Soc. Sec. No.)	STATE OF		
radditional space is needed, attach as Exhibit B-1 the requested information set forth in this applica	CODE	at as a	above.)	It should be noted that mmission with such up	the Transfe	eree	is
f additional space is needed, attach as Exhibit B-1 the requested information set forth in this applica ormation as may be necessary.	mation in the same formation and will provi	at as a			RATION	eree	
	mation in the same form tion and will provi	at as a de th	ners o	r operators?	RATION	eree	is YES
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ormation as may be necessary. In the applicant a cooperative enterprise wholly owned las the above-named applicant filed FCC Form 325 in addrectly control the applicant? N/A	mation in the same formation and will provi	i owi	ners o	r operators? ner directly or controlling members	RATION	eree	
ormation as may be necessary. Is the applicant a cooperative enterprise wholly owned las the above-named applicant filed FCC Form 325 in directly control the applicant? N/A "YES," no further items in this section need be answered the applicant is an unincorporated association or part partners filed FCC Form(s) 325 indicating all entities	mation in the same formation and will provi	i owi	ners o	r operators? ner directly or controlling members	RATION	pree	
ormation as may be necessary. Is the applicant a cooperative enterprise wholly owned las the above-named applicant filed FCC Form 325 in directly control the applicant? N/A "YES," no further items in this section need be answered the applicant is an unincorporated association or part partners filed FCC Form(s) 325 indicating all entities controlling members or partners?	mation in the same formation and will provi	i owi	ners o	r operators? ner directly or controlling members	RATION	eree	

Page										
5.	If the answer to item 2 is "YES," have the controllir filed FCC Form(s) 325 indicating all entities which owners or operators?	ng owners either dir	s or opera ectly or ir	ators of the o	cooperativ	re enterp controllin	orise ng		YES	NO
	If "YES," attach as Exhibit B-3 a statement explain no further items in this section need be answered.		h owners	or operators	s control t	he appli	cant;			
6.	If the applicant does not answer "YES" to item 3, 4	, or 5:	·					<u> </u>		
	Attach as Exhibit B-4 the information requested of directly or indirectly controls the applicant. In addit "family tree" showing the direct or indirect control of entity or entities. The final controlling entity or entit	ion, attac of the app	th as Exhi licant, to	bit B-5 a de and includin	tailed diag	gram of t	the			
		E)	AMPLE							
	If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by Corporation Beta (E.I. No. 134671234) and by Mr. I (who has no E.I. No., but Social Security No. 13478 and finally Mr. Cay (E.I. No. 474389210) and Ms. T (who has no E.I. No. and has elected not to provide Social Security No.) control Corporation Beta, the dwould be depicted as shown on the right:	81234); heta her						ANT]
	NOTE: Use the word "applicant," not the applicant's name. For confirming they have no E.I. No., use Social Security No. Use control or Social Security No. is given. Also, indicate the final control. ECTION II. Assignment of Authorization or Transfer	of Contro	s name only es.	if no E.I. No.						
_	dicate the name, mailing address, and telephone nu	mber of t	ne license	e. 		<u> </u>			7	
(NN America, Inc.									
C	NTINUE NAME HERE IF NEEDED									
A	SSUMED NAME USED FOR DOING BUSINESS (# any)									
	AILING STREET ADDRESS OR P.O. BOX One CNN Center, P.O. Box 105366		,							
CI	tianta		STATE GA	ZIP CODE 30348	ARI	EA CODE	TELEPHONE	E NO.		
Co	mmission authorization is hereby requested for: (C	heck only	one box)					_	
	Assignment of CARS license.	fer of contro	of CARS lie	cense.						
	ached as Exhibit B-6 is a statement describing the parties of control shall not be completed or become expense of control shall not be completed or become expenses.									
	WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.		FULL NAM		4	9		Date February ²	7,2	000
(C	neck appropriate classification.)	<u>,</u>								
	Individual Member of Applicant Applicant Partnership	Officer of A			Officer of App Association	olicant		Official of Applicant Governmental Entit		

EXHIBITS B4 and B5

OWNERSHIP STRUCTURE AFTER TRANSFER OF CONTROL
AOL TIME WARNER INC.
TIME WARNER INC.
VARIOUS INTERMEDIATE SUBSIDIADIES AND ACCULATES
VARIOUS INTERMEDIATE SUBSIDIARIES AND AFFILIATES MAJORITY OWNED OR CONTROLLED BY TIME WARNER INC. AS
SPECIFIED IN THE FCC LICENSE FILE FOR CARS STATION
SUBJECT TO THIS APPLICATION
LICENSEE

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960 (202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE.

IN ASSOCIATION WITH BRYAN CAVE, A MULTINATIONAL PARTNERSHIP, LONDON, ENGLAND

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

Via Hand Delivery

Federal Communications Commission Cable Services Bureau P.O. Box 358205 Pittsburgh, PA 15251-5205

Re:

Cable Television Relay Service

Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 327 for consent to the transfer of control of Century Venture Corporation, licensee of the Cable Television Relay Stations listed in Exhibit A-1 to the Form 327. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$1,000.00 in payment of the requisite filing fees is submitted with the enclosed FCC Forms 159/159-C.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

Siku RWiha

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186913v1

BRYAN CAVE LLP 700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000 FIRST UNION NATIONAL BANK Number Washington, DC 20006 15-80/540 25068

February 10, 2000

One Thousand & 0/100

Net Amount \$1,000.00

TO THE ORDER OF

Federal Communications
Commission

SIGNATURE HAS A COLORED BACKGROUND BORDER CONTAINS MICROPRINT

#0000025068# 1205400080712 20667#01683409#

READ INSTRUCTIONS CAREFULLY APPROVED BY OMB 3060-0589 **BEFORE PROCEEDING** FEDERAL COMMUNICATIONS COMMISSION SPECIAL USE REMITTANCE ADVICE PAGE NO. 1 OF 2 FCC USE ONLY (1) LOCKBOX # 358205 **SECTION A - PAYER INFORMATION** (2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) (3) TOTAL AMOUNT PAID (dollars and cents) **Bryan Cave LLP** 1,000.00 (4) STREET ADDRESS LINE NO. 1 700 Thirteenth Street, N.W., Suite 700 (5) STREET ADDRESS LINE NO. 2 (6) CITY (7) STATE (8) ZIP CODE Washington DC 20005 (10) COUNTRY CODE (if not in U.S.A.) (9) DAYTIME TELEPHONE NUMBER (Include area code) (202) 508-6000 IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) SECTION B - APPLICANT INFORMATION (11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) AOL Time Warner Inc. (12) STREET ADDRESS LINE NO. 1 75 Rockefeller Plaza (13) STREET ADDRESS LINE NO. 2 (14) CITY (15) STATE (16) ZIP CODE **New York** NY 10019 (17) DAYTIME TELEPHONE NUMBER (Include area code) (18) COUNTRY CODE (if not in U.S.A.) (212) 484-8000 COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C) **SECTION C - PAYMENT INFORMATION** (20A) PAYMENT TYPE CODE (PTC) (19A) FCC CALL SIGN/OTHER ID (21A) QUANTITY (22A) FEE DUE FOR (PTC) IN BLOCK 20A FCC USE ONLY WHZ-810 1 s 200.00 (24A) FCC CODE 2 (23A) FCC CODE 1 (19B) FCC CALL SIGN/OTHER ID (20B) PAYMENT TYPE CODE (PTC) (21B) QUANTITY (22B) FEE DUE FOR (PTC) IN BLOCK 20B FCC USE ONLY WLY-436 200.00 (23B) FCC CODE 1 (24B) FCC CODE 2 (20C) PAYMENT TYPE CODE (PTC) (19C) FCC CALL SIGN/OTHER ID (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK 20C FCC USE ONLY WHZ-971 200.00 (23C) FCC CODE 1 (24C) FCC CODE 2 (19D) FCC CALL SIGN/OTHER ID (20D) PAYMENT TYPE CODE (PTC) (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D FCC USE ONLY **WAW-505** 1 | 5 C 200.00 (23D) FCC CODE 1 (24D) FCC CODE 2 **TION** D - TAXPAYER INFORMATION (REQUIRED) (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2) (25) PAYER TIN APPLICANT TIN 0 6 2 2 1 3 5 3 0 1 6 9 9 **SECTION E - CERTIFICATION** (27) CERTIFICATION STATEMENT John R. Wilner _, Certify under penalty of perjury that the foregoing and supporting information 7 rhn R Wihner are true and correct to the best of my knowledge, infomation and belief. SIGNATURE SECTION F - CREDIT CARD PAYMENT INFORMATION MASTERCARDIVISA ACCOUNT NUMBER EXPIRATION DATE MASTERCARD MONTH YEAR

I hereby authorize the FCC to charge my VISA or MASTERCARD

for the service(s)/authorization(s) herein described.

VISA

AUTHORIZED SIGNATURE

DATE

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75 Rockefeller Plaza	а														
(13) STREET ADDRESS LINE NO. 2															
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New York						NY							10019		
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(23B) FCC CODE 1	1			<u> </u>	(24B)	FCC COD	E 2	13					<u> </u>		
(19C) FCC CALL SIGN/OTHER ID	(20C) PA	YMENT TYPE	CODE (PTC)		(21C)	QUANTIT	Y	(22C)	FEE DUE	FOR (PTC)	IN BLOCI	K 20C	FCC US	EONLY	
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(23C) FCC CODE 1					(24C)	FCC COD	€ 2								
(19D) FCC CALL SIGN/OTHER ID	(20D) PA	YMENTTYPE	CODE (PTC)		(21D)	QUANTIT	4	(22D) I	FEE DUE !	FOR (PTC)	IN BLOCK	< 20D	FCC USE	EONLY	
(23D) FCC CODE 1	<u> </u>	1	<u>!</u>	L	(24D)	FCC COD	E 2	1 2			•		L		
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FCC FORM 159-C JULY 1997 (REVISED)

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

		SCF	HEDULE A		Page 1	of 7
1.(a) Application for:	License		Renewal		Assignment of Lice	
(Check only one box)	Modification		Reinstater	nent	X Transfer of Contro	ol
					Amendment of Ap	plication
(b) Does this application r	efer to an existing stat	tion?	X YES	□ NO If	"YES," give call sign Se	·
(c) If this application is for as Exhibit A-1 a comp	r a modification of a lid lete explanation of the	censed state modification	ion, check the b	ox(es) for the		
Add Channel(s)	Change Transmit Sit	e [Add Receive	Site(s)	Change Antenna Sys	tem
Delete Channel(s)	Change Operating P	ower _	Delete Receiv	e Site(s)	Change Height of An Structure	tenna
Change Transmitter			Change Recei	ve Site(s)	Change Height of An	tenna
Other (Specify)						
(a) Indicate the name, mailing ad	dress, and telephone number	r of the applica	int.			
LEGAL NAME OF APPLICANT AOL Time Warner In	(If person, list last name first)					
CONTINUE NAME HERE IF NE	EDED					
ASSUMED NAME USED FOR D	OING BUSINESS (If any)					
MAILING STREET ADDRESS O		rive			لينين پر ده محمد محمد محمد المحمد	
CITY		STATE	ZIP CODE	AREA CODE	TELEPHONE NO. 328-0600	
Stamford		CT	06902	(203)	328-0000	
(b) Indicate Internal Revenue Ser If the applicant has no E.I. Nu			used by the applicant	t.	E.I. NO. (OR SOC. SEC. NO.) 13-4099534	
(c) Indicate the name, mailing add	dress, and telephone number	of person to o	contact, if other than	applicant.		
NAME OF CONTACT PERSON Wilner, John R.	(Last name first.)					
CONTINUE NAME HERE IF NEE	EDED					
FIRM OR COMPANY NAME						7
Bryan Cave LLP MAILING STREET ADDRESS OF	R P O BOX					-
700 Thirteenth Street						
сітү Washington		STATE DC	ZIP CODE 20005	AREA CODE (202)	TELEPHONE NO. 508-6041	
Attach as Exhibit A-2 the nam if any.	e, mailing address, and telep	hone number	of each additional pe	rson who should b	e contacted,	_
(d) Indicate the address where the	e station's records will be ma	intained.				_
STREET ADDRESS ON FILE - NO CHANG	 3E					
CITY		STATE	ZIP CODE			1

	*	YES	NO
		100	+
	e television systems other than those which the applicant owns or		
operates? N/A			
	contract specifying that service will be provided on a non-profit, it specifying that service will be provided without charge.		
(b) Will the applicant control the station equipment?		X	†
(c) Will the applicant have unlimited access to the equ	ipment?	X	
(d) Will effective measures be taken to prevent use of		X	
(e) Has the applicant or any controlling party to this apprevoked?	plication had any FCC station license, permit, or authorization		x
If "YES," attach as Exhibit A-4 a statement identifyi circumstances relevant to the revocation.	ing the license, permit, or authorization revoked and the		
4. Attach as Exhibit A.E.s statement showing that the	policant is elicible pursuant to Part 78 of the Pulse to be a licenses		<u> </u>
	pplicant is eligible, pursuant to Part 78 of the Rules, to be a licensee. e detail showing the complete proposed relay system including points		<u> </u>
	elay stations, common carrier stations, and/or other stations. The map		
(a) Direction of true north;			
receiving point(s);	ny intermediate relay station(s), passive repeater(s), and terminal which applicant's proposed station will be interconnected;		
(d) Every path number for the station for which this a	• • •		
existing station, attach as Exhibit A-7 a statement or s	nuth, transmit antenna, power (increase only), or frequency of an showing detailing the results of a frequency coordination study es by a technically qualified person or entity (e.g. local coordinating		
	wners, a foreign government or the representative thereof?		X
	CERTIFICATION		
All the statements made in the application and attache part hereof and are incorporated herein as if set out in	ed exhibits are considered material representations, and all the exhibits are a mat in full in the application.	terial	
The applicant certifies that he has a current copy of the	ne Commission's Rules governing the Cable Television Relay Service (CARS).		
	icular frequency as against the regulatory power of the United States because of wise, and requests an authorization in accordance with this application.	the	
I CERTIFY that the statements in this application	SIGNATURE	ATE	
are true, complete, and correct to the best of my knowledge and belief and are made in good faith.	Many (1) MC English	eb. 9 , 2	000
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18,	PRINT FULL NAME		
SECTION 1001.	Thomas W. McEnerney		
(Check appropriate classification)	smae meanerney		

INDIVIDUAL APPLICANT

■ MEMBER OF

APPLICANT PARTNERSHIP OFFICER OF APPLICANT

CORPORATION

OFFICER OF APPLICANT

ASSOCIATION

OFFICIAL OF APPLICANT

GOVERNMENTAL ENTITY

EXHIBIT A-1

CALL SIGN	LOCATION
WHZ-810	Brunswick, GA
WLY-436	Jekyll Island, GA
WHZ-971	Owensboro, KY
WAW-505	Brookfield, WI
WGZ-277	Wauwatosa, WI

EXHIBIT A-2 FCC FORM 327 SCHEDULE A, ITEM 2(c)

In addition to the contact person shown in response to Item 2(c) on page 1, copies of any correspondence or submissions relating to the CARS facilities on Exhibit A-1 should be directed to:

Marc J. Apfelbaum, Esq. General Counsel Time Warner Cable 290 Harbor Drive Stamford, CT 06902

Wayne D. Johnsen, Esq. Wiley, Rein & Fielding 1776 K Street, N.W. Washington, DC 20006 Telephone: (202) 719-7303

EXHIBIT A-5

ELIGIBILITY

Section 78.13(a) of the Commission's rules provides that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable television operations and will continue to do so following completion of the merger transaction. Because control of the Licensee is being transferred to AOL Time Warner Inc., that company will be eligible in CARS service.

The acquisition of ultimate control of the licensee by AOL Time Warner Inc. will not contravene any of the Commission's cross-ownership rules.

The description of the transaction required for Exhibit B-6 is being provided by America Online, Inc. and Time Warner Inc. as part of their public interest statement filed separately with the Commission.

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE B. Control and Ownership Information (The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)

SECTION I. Control and Ownership

LEGAL NAME (If person, list last name first)

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

CONTINUE NAME HERE IF NEEDED	CODE	•	3		E.L. NO. (or Soc. Sec. No.) 13-4099534	STATE OF INCORPO- RATION	>	DE
dicate applicant's members; partners; or owners (if a cooperative enterprise).			·			TRATION		
LEGAL NAME (if person, list last name first)								
CONTINUE NAME HERE IF NEEDED	ENTITY	>			E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPO- RATION	>	
EGAL NAME (If person, list last name first)					<u>.</u>		_	
CONTINUE NAME HERE IF NEEDED	ENTITY	>			E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPO- RATION	>	
EGAL NAME (If person, list last name first)						<u> </u>		
CONTINUE NAME HERE IF NEEDED	ENTITY	>			E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPO- RATION	>	
ormation as may be necessary.					should be noted that t mission with such up			YES
as the above-named applicant filed FCC Form 325 indicating all		n ow	ners	or c	pperators?	·		YES
s the applicant a cooperative enterprise wholly owned by cable tel		n ow	ners	or c	pperators?			
as the applicant a cooperative enterprise wholly owned by cable teleas the above-named applicant filed FCC Form 325 indicating all adirectly control the applicant?	entities	n ow s whi	ners ich e	or o	operators? r directly or controlling members			YES
as the applicant a cooperative enterprise wholly owned by cable tell as the above-named applicant filed FCC Form 325 indicating all addrectly control the applicant? N/A "YES," no further items in this section need be answered. the applicant is an unincorporated association or partnership, har partners filed FCC Form(s) 325 indicating all entities which either	entities	n ow s whi	ners ich e	or o	operators? r directly or controlling members			YES
is the applicant a cooperative enterprise wholly owned by cable tell as the above-named applicant filed FCC Form 325 indicating all adirectly control the applicant? N/A "YES," no further items in this section need be answered. the applicant is an unincorporated association or partnership, has a partners filed FCC Form(s) 325 indicating all entities which either partnership members or partners?	entities	n ow s whi	ners ich e	or o	operators? r directly or controlling members			YES
is the applicant a cooperative enterprise wholly owned by cable tell as the above-named applicant filed FCC Form 325 indicating all adirectly control the applicant? N/A "YES," no further items in this section need be answered. the applicant is an unincorporated association or partnership, has a partners filed FCC Form(s) 325 indicating all entities which either partnership members or partners?	entities	n ow s whi	ners ich e	or o	operators? r directly or controlling members			YES
as the applicant a cooperative enterprise wholly owned by cable tell as the above-named applicant filed FCC Form 325 indicating all adirectly control the applicant? N/A "YES," no further items in this section need be answered. the applicant is an unincorporated association or partnership, ha	entities	n ow s whi	ners ich e	or o	operators? r directly or controlling members			

Page	6	_ of	7	_														
5.	If the ar filed FC owners	C For	n(s)	3 2 5 i	s "YE ndicat	S," hav ing all	e the e	controll s which	ing owne	rs or oper rectly or i	ators of t	he coop control	erative ente	rprise Iling			YES	S NO
								nt expla		ch owners	or opera	itors coi	ntrol the app	olicant;				
6.	If the ap	plican	t doe	es no	answ	er "YE	S" to i	tem 3,	4, or 5:									
	directly family	or indi tr ee " si	rectly howi	y con	trois t e direc	he app at or inc	licant. direct	in addi control	tion, atta	ch as Exh	ibit B-5 a and incl	detaile	entity which d diagram o e final contr l.	f the				
									E	XAMPLE								
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	or ECTION	hey have Social S	ecurity	i. No., y No. is nent c	use Soo given.	cial Secu Also, ind	rity No. I	Use contre final con	olling entitie trolling entit		if no E.I. No) .				,, 	· · · · · · · · · · · · · · · · · · ·	
LE	GAL NAME	OF APPL	CANT	(If perso	n, list na	me first.)												
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С	LING STRE					, 290	Har	bor D	rive									
S	r tamfo	rd								CT	2IP CODE 0690		(203)		18-0			
Co	mmissio	n auth	oriza	ition i	s here	by req	uestec	for: (0	Check onl	y one box)							
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													control. The					
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(CI	песк аррго	opriate d	lassif	cation	1.)													
	Individual Applicant				mber of tnership	Applicar	ot	<u> </u>	Officer of Corporati	Applicant on		Office Assoc	r of Applicant iation		_	Official of Applic Sovernmental E		

EXHIBITS B4 and B5

OWNERSHIP STRUCTURE AFTER TRANSFER OF CONTROL					
AOL TIME WARNER INC.*					
TIME WARNER INC.					
VARIOUS INTERMEDIATE SUBSIDIARIES AND AFFILIATES					
MAJORITY OWNED OR CONTROLLED BY TIME WARNER INC. AS					
SPECIFIED IN THE FCC LICENSE FILE FOR EACH CARS STATION SUBJECT TO THIS APPLICATION					
LICENSEE					

* 50 percent indirect interest in Licensee.

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960 (202) 508-6000

FACSIMILE: (202) 508-6200

KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE.

RIYADH, SAUDI ARABIA

N ASSOCIATION WITH BRYAN CAVE, A MULTINATIONAL PARTNERSHIP, LONDON, ENGLAND

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

Via Hand Delivery

Federal Communications Commission Cable Services Bureau P.O. Box 358205 Pittsburgh, PA 15251-5205

Re:

Cable Television Relay Service

Transfer of Control of Licensees from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 327 for consent to the transfer of control of the CARS station licensees listed in Exhibit A-1 to the Form 327. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$30,600.00 in payment of the requisite filing fees is submitted with the enclosed FCC Forms 159/159-C.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

Silu R When

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186905v1

THIS CHECK IS YORD WITHOUT A COLORED BACKGROUND AND ARTIFICIAL WATERMARK CERTIFICATION SEAL ON THE BACK - HOLD AT AN ANGLE TO VIEW SEAL

BRYAN CAVELLP

700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000

FIRST UNION NATIONAL BANKheck Number Washington, DC 20006 25071

February 10, 2000

Thirty Thousand Six Hundred & 0/100

Net Amount \$30,600.00

TO THE ORDER OF Federal Communications
Commission

SIGNATURE HAS A COLORED BACKGROUND . SUBDER CONT

#0000025071# #054000807# 20667#01683409#

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING	FEDERAL COMP	AUNICATIONS COMMISSION	APPROVED BY OM	B 3060-0589	
DEI ONE I NOCEDINO		IUNICATIONS COMMISSION CANCE ADVICE	SPECIAL USE		
		NO. 1 OF 39	FCC USE ONLY		
1) LOCKBOX # 358205	PAGE	NO			
F-		- PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card, enter name of Bryan Cave LLP	ractly as it appears on your card)		(3) TOTAL AMOUNT PAID (dollars and cents) \$	30,600.00	
(4) STREET ADDRESS LINE NO. 1 700 Thirteenth Street, N.W., S	iita 700			,	
(5) STREET ADDRESS LINE NO. 2	ite 700				
(6) CITY		(7) STATE	(8) ZIP CODE		
Washington		DC	20005		
(9) DAYTIME TELEPHONE NUMBER (Include area code (202) 508-6000)	(10) COUNTRY CODE (if not in U.S.A.)			
IF PAYER NAME	AND THE APPLICAN	T NAME ARE DIFFERENT, CO	OMPLETE SECTION B		
IF MORE T	IAN ONE APPLICANT,	USE CONTINUATION SHEE	TS (FORM 159-C)		
11) APPLICANT NAME (if paying by credit card, enter na		APPLICANT INFORMATION rd)	<u> </u>		
AOL Time Warner Inc. 12) STREET ADDRESS LINE NO. 1					
75 Rockefeller Plaza					
3) STREET ADDRESS LINE NO. 2					
4) CITY		(15) STATE	(16) ZIP CODE		
New York 7) DAYTIME TELEPHONE NUMBER (Include area code		(18) COUNTRY CODE (if not in U.S.A.)	10019		
(212) 484-8000					
COMPLETE SECTION C FOR EAC			CONTINUATION SHEETS (FOR	M 159-C)	
9A) FCC CALL SIGN/OTHER ID (20A) PAYMEN		PAYMENT INFORMATION A) QUANTITY (22A) FEE DUE FOR (PTO	C) IN BLOCK 20A FCC USE ONLY		
WHZ-685	· I C	1 s	200.00		
(3A) FCC CODE 1		(24A) FCC CODE 2			
9B) FCC CALL SIGN/OTHER ID (20B) PAYMEN		B) QUANTITY (22B) FEE DUE FOR (PTG	C) IN BLOCK 20B FCC USE ONLY		
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SB) FCC CODE 1		(24B) FCC CODE 2			
30,100 0.122 0.010 1.122		4 1 1	C) IN BLOCK 20C FCC USE ONLY		
WHZ-502 3C) FCC CODE 1	<u> </u>	1 s (24C) FCC CODE 2	200.00		
		(270), 00 0000			
		4	C) IN BLOCK 20D FCC USE ONLY		
WAD-241 1	IC	(24D) FCC CODE 2	200.00		
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PAYER TIN 0 4 3 0	6 0 2 1 6 2	APPLICANT TI	V 0 1 3 4 0 9 9	5 3 4	
7) CERTIFICATION STATEMENT	SECTION	E - CERTIFICATION			
John R. Winer , Certify under penalty of perjury that the foregoing and supporting information					
re true and correct to the best of my knowledge, infomation and belief. SIGNATURE / hm /c Wi hm					
SECTION F - CREDIT CARD PAYMENT INFORMATION 8) MASTERCARDAVISA ACCOUNT NUMBER: EXPIRATION DATE:					
MASTERCARD MASTERCARD/VISA ACCO			EXTRACTION DATE.		
			MONTH YEAR		
VISA I hereby authorize the FCC to charge my VISA or	MASTERCARD AUTHORE	ZED SIGNATURE	DATE		